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LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40203 TELEPHONE (502) 587-5235

LAW DEPARTMENT

April 14, 1977

DAVID M. YEARWOOD
GENERAL ATTORNEY

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8275-L Filed & Recorded

APR 22 1977 - 1 55 PM Date APR 22 1977

INTERSTATE COMMERCE COMMISSION 10

Dear Mr. Secretary:

ICC Washington, D. C.

There is transmitted to you herewith for filing and recordation, pursuant to Section 20c of the Interstate Commerce Act, duly executed counterparts of an Amendment Agreement dated as of February 28, 1977 among American Security and Trust Company, N. A., as Trustee, whose address is 15th Street and Pennsylvania Avenue, N. W., Washington, D. C. 20013, Louisville and Nashville Railroad Company, whose address is 908 West Broadway, Louisville, Kentucky 40203, and First Security Bank of Utah, National Association, as Agent, whose address is 79 South Main Street, Salt Lake City, Utah 84111.

This Amendment Agreement dated as of February 28, 1977 amends that Lease of Railroad Equipment dated as of February 1, 1976 which was filed and recorded with the Interstate Commerce Commission on April 6, 1976 and assigned Recordation No. 8275-C.

By this Amendment Agreement dated as of February 28, 1977, Schedule A of that Lease of Railroad Equipment dated as of February 1, 1976 is amended to exclude and release from the terms and provisions of said Lease the equipment described in the attached Annex A.

Attached hereto is a draft in the amount of \$10 payable to the Treasurer of the United States to cover the prescribed recordation fee for said Amendment.

Countersigned - *Acile L. Clark*

This letter of transmittal is signed by an officer of the Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

After recordation, please return the recorded counterparts of said Amendment to:

Mr. David M. Yearwood
General Attorney
Louisville and Nashville Railroad Company
908 West Broadway
Louisville, Kentucky 40203

Respectfully yours;

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By David M. Yearwood
David M. Yearwood
General Attorney

Annex A to Amendment Agreement
dated as of February 28, 1977

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
1	50 ton Box Car	10,673.	111684
2	50 ton Box Cars	11,754. 10,672.	110854 110882
9	50 ton Box Cars	8,983.	13118 13119 13122 13124 13128 13141 13154 13163 13191
9	50 ton Box Cars	10,832.	13100 13101 13105 13106 13107 13110 13111 13112 13114
7	50 ton Box Cars	10,219.	96808 96812 96817 96824 96828 96832 111787
3	50 ton Box Cars	8,407.	111800 111805 111807
5	50 ton Box Cars	11,868.	110694 110734 110792 110793 110795

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
3	50 ton Box Cars	11,054.	111536 111538 111540
1	70 ton Box Cars	11,054.	112261
6	70 ton Box Cars	10,447.	112214 112215 112222 112233 112957 112968
7	70 ton Box Cars	11,514.	112245 112247 112249 112258 113048 113053 113055
6	100 ton Box Cars	11,137.	114019 114026 114027 114029 114030 114033
10	50 ton Box Cars	11,138.	111811 111816 111818 111819 111820 111824 111825 111826 111827 111829
1	50 ton Box Car	11,915.	111532
2	100 ton Box Cars	10,701.	113901 113903

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
5	50 ton Box Cars	8,975.	111545 111592 111596 111597 111666
5	50 ton Box Cars	10,631.	111626 111637 111652 111657 111661
7	70 ton Box Cars	9,506.	112976 112978 112979 112983 112986 112989 112991

RECORDATION NO. 8275-*L* Filed & Recorded

APR 22 1977 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of
February 28, 1977, among AMERICAN SECURITY
AND TRUST COMPANY, N.A., as Trustee (herein-
after called the Lessor), LOUISVILLE AND
NASHVILLE RAILROAD COMPANY (hereinafter
called the Lessee) and FIRST SECURITY BANK OF
UTAH, NATIONAL ASSOCIATION, as Agent (herein-
after called the Vendor).

WHEREAS the Lessor and the Lessee have entered into
a Lease of Railroad Equipment dated as of February 1, 1976
(hereinafter called the Lease);

WHEREAS the Lessor and the Vendor have entered into
and Assignment of Lease and Agreement dated as of February 1,
1976 (hereinafter called the Assignment);

WHEREAS the Lease and Assignment were filed and
recorded with the Interstate Commerce Commission pursuant to
Section 20c of the Interstate Commerce Act on April 6, 1976,
at 2:55 p.m., and assigned Recordation Nos. 8275-C and
8275-D, respectively, and an Amendment Agreement dated as of
August 16, 1976 was filed and recorded with the Interstate
Commerce Commission on September 17, 1976, at 1:20 p.m., and
assigned Recordation No. 8275-E; and

WHEREAS the parties hereto now desire further to
amend the Lease as heretofore amended.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

Schedule A of the Lease as amended is hereby amended so as to delete therefrom the cars described in the attached Annex A.

Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

The Lessee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

This Amendment Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers and their corporate seals to be hereunto affixed, duly

attested, as of the date first above written.

AMERICAN SECURITY AND TRUST
COMPANY, N.A., as Trustee,

by


Vice President


[Corporate Seal]

Attest:


Authorized Officer

LOUISVILLE AND NASHVILLE RAIL-
ROAD COMPANY,

by


Assistant Vice President

[Corporate Seal]

Attest:


Attesting Officer


FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Agent,

by


Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

DISTRICT OF COLUMBIA,) ss.:
)

On this 17th day of APRIL 1977, before me personally appeared R. D. LARSON, to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Gregory M. Philbrick
Notary Public

My Commission Expires June 30, 1981

[Notarial Seal]

COMMONWEALTH OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this 6th day of APRIL 1977, before me personally appeared W. R. Lindahl, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon W. Bowles

Notary Public

Notary Public, State at Large

My commission expires July 26, 1978

[Notarial Seal]

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this 8 day of April 1977, before me personally appeared ROBERT S. CLARK, to me personally known, who, being by me duly sworn, says that he is an Authorize Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Leah B. Eubank

Notary Public

[Notarial Seal]

Annex A to Amendment Agreement
dated as of February 28, 1977

<u>Quantity</u>	<u>Description</u>	<u>Reconstruction Cost each</u>	<u>Road Number</u>
1	50 ton Box Car	10,673.	111684
2	50 ton Box Cars	11,754.	110854
		10,672.	110882
9	50 ton Box Cars	8,983.	13118
			13119
			13122
			13124
			13128
			13141
			13154
			13163
			13191
9	50 ton Box Cars	10,832.	13100
			13101
			13105
			13106
			13107
			13110
			13111
			13112
			13114
7	50 ton Box Cars	10,219.	96808
			96812
			96817
			96824
			96828
			96832
			111787
3	50 ton Box Cars	8,407.	111800
			111805
			111807
5	50 ton Box Cars	11,868.	110694
			110734
			110792
			110793
			110795

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